**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2017**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from_____ to _____**

**Commission File No. 001-36672**

# EYEGATE PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

| **Delaware** | **98-0443284** |
|---|---|
| (State or other jurisdiction of Incorporation or organization) | (I.R.S. Employer Identification No.) |

**271 Waverley Oaks Road**
**Suite 108**
**Waltham, MA 02452**
(Address of Principal Executive Offices, including zip code)

**(781) 788-8869**
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large Accelerated filer | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ (Do not check if a smaller reporting company) | Smaller reporting company | ☒ |
| | | Emerging growth company | ☒ |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
☐ Yes ☒ No

At November 10, 2017, there were 17,204,778 shares of the registrant's common stock outstanding.

**EYEGATE PHARMACEUTICALS, INC.**
**Table of Contents**
**QUARTERLY REPORT ON FORM 10-Q**
**For the Period Ended September 30, 2017**

**INDEX**

## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains statements that are not statements of historical fact and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The forward-looking statements are principally, but not exclusively, contained in "Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about management's confidence or expectations, and our plans, objectives, expectations and intentions that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "goals," "sees," "estimates," "projects," "predicts," "intends," "think," "potential," "objectives," "optimistic," "strategy," and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks in detail under the heading "Item 1A. Risk Factors" beginning on page 23 of our Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, or the SEC, on February 23, 2017, or the Annual Report. You should carefully review all of these factors, as well as other risks described in our public filings, and you should be aware that there may be other factors, including factors of which we are not currently aware, that could cause these differences. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. We may not update these forward-looking statements, even though our situation may change in the future, unless we have obligations under the federal securities laws to update and disclose material developments related to previously disclosed information.

EyeGate Pharmaceuticals, Inc. is referred to herein as "we," "our," "us," and "the Company."

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**EYEGATE PHARMACEUTICALS, INC.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**

| | September 30, 2017 (unaudited) | December 31, 2016 |
|---|---|---|
| **ASSETS** | | |
| **Current Assets:** | | |
| Cash and Cash Equivalents | $ 9,244,570 | $ 3,635,224 |
| License and Grant Fees Receivable | 602,000 | 37,349 |
| Prepaid Expenses and Other Current Assets | 360,305 | 464,981 |
| Current Portion of Refundable Tax Credit Receivable | 21,691 | 16,484 |
| Total Current Assets | 10,228,566 | 4,154,038 |
| Property and Equipment, Net | 24,431 | 38,040 |
| Restricted Cash | 45,000 | 45,000 |
| Goodwill and In-Process R&D | 5,438,210 | 5,438,210 |
| Other Assets | 323,206 | 55,314 |
| Total Assets | $ 16,059,413 | $ 9,730,602 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)** | | |
| **Current Liabilities:** | | |
| Accounts Payable | $ 658,615 | $ 1,412,128 |
| Accrued Expenses | 1,724,272 | 1,670,930 |
| Deferred Revenue | 10,254,600 | 4,225,000 |
| Total Current Liabilities | 12,637,487 | 7,308,058 |
| Non-Current Liabilities: | | |
| Contingent Consideration | 1,210,000 | 1,210,000 |
| Deferred Tax Liability | 1,525,896 | 1,525,896 |
| Long-Term Portion of Capital Lease Obligation | 6,585 | 16,069 |
| Total Non-Current Liabilities | 2,742,481 | 2,751,965 |
| Total Liabilities | 15,379,968 | 10,060,023 |
| Commitments and Contingencies (Note 9) | | |
| **Stockholders' Equity (Deficit):** | | |
| Preferred Stock, $0.01 par value: 9,995,828 shares authorized; 3,750 designated Series A, 0 shares issued and outstanding at September 30, 2017 and December 31, 2016; 10,000 designated Series B, 600 and 0 issued and outstanding at September 30, 2017 and December 31, 2016, respectively | 6 | - |
| Common Stock, $0.01 par value: 100,000,000 shares authorized; 17,204,778 and 10,130,883 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively | 172,048 | 101,309 |
| Additional Paid-In Capital | 89,366,634 | 78,106,645 |
| Accumulated Deficit | (88,985,623) | (78,598,738) |
| Stockholder Note Receivable | - | (58,824) |
| Accumulated Other Comprehensive Income | 126,380 | 120,187 |
| Total Stockholders' Equity (Deficit) | 679,445 | (329,421) |
| Total Liabilities and Stockholders' Equity (Deficit) | $ 16,059,413 | $ 9,730,602 |

*See* Accompanying Notes to the Condensed Consolidated Financial Statements.

**EYEGATE PHARMACEUTICALS, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**
**(unaudited)**

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | **September 30, 2017** | **September 30, 2016** | **September 30, 2017** | **September 30, 2016** |
| Collaboration Revenue | $ 74,696 | $ 274,289 | $ 407,518 | $ 508,889 |
| **Operating Expenses:** | | | | |
| Research and Development | (3,175,978) | (2,449,445) | (7,253,171) | (5,844,951) |
| General and Administrative | (1,038,822) | (1,201,804) | (3,540,857) | (4,309,737) |
| Total Operating Expenses | (4,214,800) | (3,651,249) | (10,794,028) | (10,154,688) |
| Operating Loss | (4,140,104) | (3,376,960) | (10,386,510) | (9,645,799) |
| **Other (Expense) Income, Net:** | | | | |
| Interest Income | 40 | 298 | 537 | 3,423 |
| Interest Expense | (304) | - | (912) | - |
| Total Other (Expense) Income, Net | (264) | 298 | (375) | 3,423 |
| Net Loss | $ (4,140,368) | $ (3,376,662) | $ (10,386,885) | $ (9,642,376) |
| Net Loss per Common Share- Basic and Diluted | $ (0.24) | $ (0.36) | $ (0.78) | $ (1.13) |
| Weighted Average Shares Outstanding- Basic and Diluted | 17,204,778 | 9,269,535 | 13,267,501 | 8,499,709 |
| | | | | |
| **Other Comprehensive Loss:** | | | | |
| Foreign Currency Translation Adjustments | 3,272 | 715 | 6,193 | (344) |
| Comprehensive Loss | $ (4,137,096) | $ (3,375,947) | $ (10,380,692) | $ (9,642,720) |

*See* Accompanying Notes to the Condensed Consolidated Financial Statements.

**EYEGATE PHARMACEUTICALS, INC.**
**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**
**Nine Months Ended September 30, 2017**
**(unaudited)**

| | Convertible Preferred Stock | | Common Stock | | Additional Paid In | Stockholders' Notes | Accumulated Other Comprehensive | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Receivable | Income | Deficit | Equity (Deficit) |
| **Balance at December 31, 2016** | - | $ - | 10,130,883 | $ 101,309 | $ 78,106,645 | $ (58,824) | $ 120,187 | $ (78,598,738) | $ (329,421) |
| Stock-Based Compensation | | | | | 700,833 | | | | 700,833 |
| Cancellation of Stockholder Note Receivable | | | | | | 58,824 | | | 58,824 |
| Issuance of Common Stock in Offerings, Net of Offering Costs of $1,086,736 | | | 5,978,817 | 59,788 | 8,551,895 | | | | 8,611,683 |
| Issuance of Series B Preferred Stock, Net of Offering Costs of $246,333 | 1,995 | 20 | | | 1,977,480 | | | | 1,977,500 |
| Conversion of Series B Preferred Stock | (1,395) | (14) | 930,000 | 9,300 | (9,286) | | | | - |
| Exercise of Common Stock Options | | | 61,078 | 611 | 40,107 | | | | 40,718 |
| Issuance of Restricted Stock | | | 104,000 | 1,040 | (1,040) | | | | - |
| Foreign Currency Translation Adjustment | | | | | | | 6,193 | | 6,193 |
| Net Loss | | | | | | | | (10,386,885) | (10,386,885) |
| **Balance at September 30, 2017** | 600 | $ 6 | 17,204,778 | $ 172,048 | $ 89,366,634 | $ - | $ 126,380 | $ (88,985,623) | $ 679,445 |

*See* Accompanying Notes to the Condensed Consolidated Financial Statements.

**EYEGATE PHARMACEUTICALS, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(unaudited)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2017** | **2016** |
| **Operating Activities** | | |
| Net Loss | $ (10,386,885) | $ (9,642,376) |
| **Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:** | | |
| Depreciation and Amortization | 13,608 | 649 |
| Stock-Based Compensation | 700,833 | 390,469 |
| Loss on Cancellation of Stockholder Note Receivable | 91,054 | - |
| Changes in Operating Assets and Liabilities: | | |
| Prepaid Expenses and Other Current Assets | (194,364) | (35,748) |
| Refundable Tax Credit Receivable | (3,173) | 9,786 |
| License and Grant Receivable | (564,650) | 2,378,635 |
| Other Assets | (1,083) | (15,364) |
| Accounts Payable | (753,513) | 704,912 |
| Deferred Revenue | 6,029,600 | 48,324 |
| Accrued Expenses | 53,342 | (200,829) |
| **Net Cash Used in Operating Activities** | (5,015,231) | (6,361,542) |
| | | |
| **Investing Activities** | | |
| Acquisition of Jade (Net of Cash Acquired) | - | 185,746 |
| Restricted Cash | - | (25,000) |
| Equipment Purchased Under Capital Lease | - | (11,000) |
| **Net Cash Provided by Investing Activities** | - | 149,746 |
| | | |
| **Financing Activities** | | |
| Proceeds from Stock Offerings | 11,922,252 | 3,768,698 |
| Stock Issuance Costs | (1,333,069) | (323,814) |
| Exercise of Common Stock Options | 40,718 | 56,206 |
| Equipment Financing Payments | (9,484) | - |
| **Net Cash Provided by Financing Activities** | 10,620,417 | 3,501,090 |
| Effect of Exchange Rate Changes on Cash | 4,160 | (1,053) |
| Net Increase (Decrease) in Cash | 5,609,346 | (2,711,759) |
| Cash, Beginning of Period | 3,635,224 | 8,394,133 |
| **Cash, End of Period** | $ 9,244,570 | $ 5,682,374 |
| **Supplemental Disclosure of Noncash Investing and Financing Activities** | | |
| Conversion of Preferred Stock into Common Stock | $ 9,300 | $ 6,890 |
| Issuance of Common Stock to Acquire Jade Therapeutics, Inc. | $ - | $ 2,909,766 |
| Contingent Liability in Connection with the Jade Acquisition | $ - | $ 1,210,000 |
| Property and Equipment Acquired Under Capital Lease | $ - | $ 31,576 |

*See* Accompanying Notes to the Condensed Consolidated Financial Statements.

**1. Organization, Business**

EyeGate Pharmaceuticals, Inc. ("EyeGate" or the "Company") a Delaware corporation, began operations in December 2004 and is a clinical-stage specialty pharmaceutical company that is focused on developing and commercializing products for treating diseases and disorders of the eye. EyeGate's first product in clinical trials incorporates a reformulated topically active corticosteroid, dexamethasone phosphate, EGP-437, that is delivered into the ocular tissues though its proprietary iontophoresis drug delivery system, the EyeGate® II Delivery System. The Company is developing the EyeGate® II Delivery System and EGP-437 combination product (together, the "EGP-437 Product") for the treatment of various inflammatory conditions of the eye, including anterior uveitis, a debilitating form of intraocular inflammation of the anterior portion of the uvea, such as the iris and/or ciliary body, post-cataract surgery for inflammation and pain, and macular edema, an abnormal thickening of the macula associated with the accumulation of excess fluids in the retina. Effective March 7, 2016, the Company acquired all of the capital stock of Jade Therapeutics, Inc. ("Jade"), a privately-held company developing locally-administered, polymer-based products designed to treat poorly-served ophthalmic indications (the "Jade Acquisition"). EyeGate and Jade are an integrated line of business developing ophthalmic solutions for a variety of ocular diseases and disorders.

On June 30, 2016, the Company completed a registered direct offering of 441,000 shares of Common Stock and 2,776.5 shares of Series A Preferred Stock (convertible into 1,234,000 shares of Common Stock), along with a concurrent private placement of warrants to purchase Common Stock. The total net proceeds to the Company from this offering, after deducting the placement agent fees and offering expenses, were approximately $3.4 million. The warrants were initially exercisable on December 30, 2016, and expire on December 30, 2021. On February 21, 2017, the Company authorized the restart of sales under the At The Market Offering Agreement between the Company and H.C. Wainwright & Co., LLC (the "ATM Agreement") and subsequently sold 642,150 shares of Common Stock during the first quarter of 2017. No shares of Common Stock were sold pursuant to the ATM Agreement during the second or third quarters of 2017. The total net proceeds to the Company from this offering, after deducting the placement agent fees and offering expenses, were approximately $1.8 million. On June 14, 2017, the Company completed a public offering of 5,336,667 shares of Common Stock and 1,995 shares of Series B Preferred Stock (convertible into 1,330,000 shares of Common Stock), along with warrants to purchase 6,666,667 shares of Common Stock. The total net proceeds to the Company from the offering, after deducting the placement agent fees and offering expenses, were approximately $8.8 million. The warrants became exercisable upon issuance, and expire on June 14, 2022. *See* Note 5, "Capital Stock".

Effective July 31, 2015, the Company's Common Stock began trading on The Nasdaq Capital Market under the symbol "EYEG".

Since its inception, EyeGate has devoted substantially all of its efforts to business planning, research and development, and raising capital.

The accompanying Condensed Consolidated Financial Statements have been prepared assuming that EyeGate will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At September 30, 2017, EyeGate had Cash and Cash Equivalents of $9,244,570, and an Accumulated Deficit of $88,985,623. EyeGate has incurred losses and negative cash flows since inception, and future losses are anticipated. The Company anticipates having sufficient cash to fund planned operations for approximately eight months, however, the acceleration or reduction of cash outflows by Company management can significantly impact the timing for raising additional capital to complete development of its products. To continue development, EyeGate will need to raise additional capital through equity financing, license agreements, and/or additional U.S. government grants. Although the Company successfully completed its IPO, a follow-on offering, a registered direct offering, a public offering, and sales under the ATM Agreement, additional capital may not be available on terms favorable to EyeGate, if at all. On May 6, 2016, the SEC declared effective EyeGate's registration statement on Form S-3, registering a total of $100,000,000 of its securities for sale to the public from time to time in what is known as a "shelf offering". The Company does not know if any future offerings pursuant to its shelf registration statement will succeed. Accordingly, no assurances can be given that Company management will succeed in these endeavors. The Company's recurring losses from operations have caused management to determine there is substantial doubt about the Company's ability to continue as a going concern. The Condensed Consolidated Financial Statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation and Principles of Consolidation*

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries, EyeGate Pharma S.A.S. and Jade, collectively referred to as "the Company". All inter-company balances and transactions have been eliminated in consolidation. These Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information. Certain information and disclosures normally included in Condensed Consolidated Financial Statements prepared in accordance with U.S. GAAP have been condensed or eliminated. Accordingly, these unaudited Condensed Consolidated Financial Statements should be read in conjunction with the annual financial statements of the Company as of and for the year ended December 31, 2016.

*Unaudited Interim Financial Information*

The accompanying interim financial statements and related disclosures are unaudited, have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which include normal recurring adjustments, necessary for a fair presentation of the results of operations for the periods presented. The year-end balance sheet was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The results of operations for an interim period are not necessarily indicative of the results to be expected for the full year or for any other future year or interim period.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of expenses during the reporting periods. The Company makes significant estimates and assumptions in recording the accruals for its clinical trial and research activities, establishing the useful lives of intangible assets and property and equipment, and conducting impairment reviews of long-lived assets. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Although the Company monitors and regularly assesses these estimates, actual results could differ significantly from these estimates. The Company records changes in estimates in the period that it becomes aware of the change.

*Research and Development Expenses*

The Company expenses research and development ("R&D") expenditures as incurred. R&D expenses are comprised of costs incurred in performing R&D activities, including salaries, benefits, facilities, research-related overhead, sponsored research costs, contracted services, license fees, expenses related to generating, filing, and maintaining intellectual property and other external costs. Because the Company believes that, under its current process for developing its products, the viability of the products is essentially concurrent with the establishment of technological feasibility, no costs have been capitalized to date.

*In-process Research and Development*

The Company records in-process R&D projects acquired in business combinations that have not reached technological feasibility and which have no alternative future use. For in-process R&D projects acquired in business combinations, the Company capitalizes the in-process R&D project and annually evaluates this asset for impairment until the R&D process has been completed or abandoned. Once the R&D process is complete, the Company amortizes the R&D asset over its remaining useful life. At September 30, 2017, the Company had recorded $3,912,314 as in-process R&D in connection with the Jade Acquisition on the balance sheet. As of September 30, 2017, the Company determined that there were no indications of impairment.

**2. Summary of Significant Accounting Policies - (continued)**

*Accrued Clinical Expenses*

As part of the Company's process of preparing the Condensed Consolidated Financial Statements, the Company is required to estimate its accrued expenses. This process includes reviewing open contracts and purchase orders, communicating with its applicable personnel to identify services that have been performed on its behalf and estimating the level of service performed and the associated costs incurred for the service when the Company has not yet been invoiced or otherwise notified of actual costs. The majority of the Company's service providers invoice monthly in arrears for services performed. The Company makes estimates of its accrued expenses as of each balance sheet date in the financial statements based on facts and circumstances known at the time. The Company periodically confirms the accuracy of these estimates with the service providers and makes adjustments if necessary.

*Related Party Transactions*

The Company has entered into certain related-party transactions, making payments for services to one vendor, eight consultants and a public university, all of whom also are stockholders of the Company. These transactions generally are ones that involve a stockholder or option holder of the Company to whom we also make payments during the year, typically as a consultant or a service provider. The amounts recorded or paid are not material to the accompanying Condensed Consolidated Financial Statements.

*Net Loss per Share*

The computation of Net Loss per Common Share - Basic and Diluted, is based on the weighted-average number of shares outstanding of Common Stock. In computing diluted loss per share, no effect has been given to the shares of common stock issuable upon the conversion or exercise of the following dilutive securities, as the Company's net loss would make the effect anti-dilutive.

| | September 30, 2017 (unaudited) | September 30, 2016 (unaudited) |
|---|---|---|
| Common Stock Warrants | 9,519,403 | 2,852,736 |
| Employee Stock Options | 1,858,300 | 1,533,311 |
| Preferred Stock | 400,000 | 545,000 |
| Total Shares of Common Stock Issuable | 11,777,703 | 4,931,047 |

*Fair Value of Financial Instruments*

The carrying amounts of Accounts Receivable and Accounts Payable approximate their fair values due to the short-term nature of these financial instruments. As of September 30, 2017, and December 31, 2016, the fair value of the Company's money market funds and contingent consideration was $750,946 and $1,210,000, and $1,500,882 and $1,210,000, respectively.

At September 30, 2017 and December 31, 2016, the Company had no other assets or liabilities that are subject to fair value methodology and estimation in accordance with FASB Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurement.*

**2. Summary of Significant Accounting Policies - (continued)**

*Revenue Recognition*

The Company follows Accounting Standards Update ("ASU") 2009-13, *Multiple-Deliverable Revenue Arrangements,* and ASU 2010-17, *Revenue Recognition-Milestone Method* in connection with its accounting for collaboration arrangements. The Company's revenues are generated primarily through arrangements which generally contain multiple elements, or deliverables, including licenses and R&D activities to be performed by the Company on behalf of the licensor or grantor. Payments to EyeGate under these arrangements typically include one or more of the following: (1) nonrefundable, upfront license fees, (2) funding of discovery research efforts on a full-time equivalent basis, (3) reimbursement of research, development and intellectual property costs, (4) milestone payments, and (5) royalties on future product sales.

When evaluating multiple element arrangements, Company management considers whether the deliverables under the arrangement represent separate units of accounting. This evaluation requires subjective determinations and requires Company management to make judgments about individual deliverables, including whether such deliverable is separable from the other aspects of the contractual relationship. In determining a unit of accounting, Company management evaluates certain criteria, including whether the deliverable has standalone value, based on the consideration of the relevant facts and circumstances for each arrangement. The consideration received is allocated among each separate unit of accounting using the relative selling price method, and the applicable revenue recognition criteria is applied to each separate unit.

The Company generally expects to recognize revenue attributable to a future license obtained on a straight-line basis over the Company's contractual or estimated performance period, which is typically the term of the Company's R&D obligation. If Company management cannot reasonably estimate when the Company's performance obligation ends, then revenue is deferred until Company management can reasonably estimate when the performance obligation ends. The periods over which revenue should be recognized are subject to estimates by management and may change over the course of the R&D agreement. Such a change could have a material impact on the amount of revenue the Company records in future periods. At the inception of arrangements that include milestone payments, Company management evaluates whether each milestone is substantive and at risk to both parties on the basis of the contingent nature of the milestone. This evaluation includes an assessment of whether (a) the consideration is commensurate with either (1) the entity's performance to achieve the milestone, or (2) the enhancement of the value of the delivered item(s) as a result of a specific outcome resulting from the entity's performance to achieve the milestone, (b) the consideration relates solely to past performance, and (c) the consideration is reasonable relative to all of the deliverables and payment terms within the arrangement.

Company management evaluates factors such as the scientific, regulatory, commercial and other risks that must be overcome to achieve the respective milestone, the level of effort and investment required to achieve the respective milestone and whether the milestone consideration is reasonable relative to all deliverables and payment terms in the arrangement in making this assessment. The Company has concluded that the clinical and development milestones pursuant to its R&D arrangements are substantive.

The Company aggregates its milestones into four categories: (i) clinical and development milestones, (ii) the chemistry, manufacturing and controls ("CMC") validation, (iii) regulatory milestones, and (iv) commercial milestones. Clinical and development milestones are typically achieved when a product candidate advances into a defined phase of clinical research or completes such phase or when a contractually specified clinical trial enrollment target is attained. CMC validation milestones are typically achieved when the validation paperwork is finalized. Regulatory milestones are typically achieved upon acceptance of the submission for marketing approval of a product candidate or upon approval to market the product candidate by the FDA or other global regulatory authorities. For example, a milestone payment may be due to the Company upon the FDA's acceptance of an NDA. Commercial milestones are typically achieved when an approved pharmaceutical product reaches certain defined levels of net sales by the licensee, such as when a product first achieves global sales or annual sales of a specified amount.

Revenues from clinical and development, CMC and regulatory milestone payments (if the milestones are deemed substantive and the milestone payments are nonrefundable) are recognized upon successful accomplishment of the milestones. Revenue from commercial milestone payments are accounted for as royalties and are recorded as Revenue upon achievement of the milestone, assuming all other revenue recognition criteria are met.

**2. Summary of Significant Accounting Policies - (continued)**

Payments or reimbursements resulting from the Company's R&D activities are recognized as the services are performed and are presented on a gross basis so long as there is persuasive evidence of an arrangement, the fee is fixed or determinable, and collection of the related receivable is reasonably assured. Amounts received prior to satisfying the above revenue recognition criteria are recorded as Deferred Revenue on the Condensed Consolidated Balance Sheet.

On July 9, 2015, the Company entered into an exclusive, worldwide licensing agreement with a subsidiary of Valeant Pharmaceuticals International, Inc. ("Valeant"), through which the Company granted to Valeant an exclusive, worldwide commercial and manufacturing right to the Company's EGP-437 Product in the field of anterior uveitis, as well as a right of last negotiation to license its EGP-437 Product for indications other than anterior uveitis (the "Valeant Agreement"). There are four principal R&D milestones under the Valeant Agreement: (i) the Phase 3 Clinical Trial, (ii) the Endothelial Cell Count Safety Trial (a trial to determine that treatment has not adversely affected a patient's corneal endothelial cell density), (iii) the CMC Validation, and (iv) the New Drug Application, or "NDA", filing with the FDA (collectively, the "Four Milestones", and each individually, a "Milestone"). Under the Valeant Agreement, Valeant paid to the Company an initial upfront payment, and the Company is eligible to receive certain other payments, upon and subject to the achievement of certain specified development and commercial progress of the EGP-437 Product for the treatment of anterior uveitis. The Company received the initial up-front payment in 2015, which it recorded as Deferred Revenue on its Condensed Consolidated Balance Sheet, and later in 2015 began receiving certain additional payments, based on R&D progress, to continue over several years. The Company receives payments both when it crosses certain thresholds on the way to each Milestone (each, a "Progress Payment"), as well as once it achieves each Milestone. The Company is entitled to retain all of these payments. The Company defers each Progress Payment, capitalizes each payment on its Condensed Consolidated Balance Sheet as Deferred Revenue, and recognizes these payments in the aggregate as Revenue once it achieves the Milestone to which the Progress Payment relates. The Company recognizes the initial upfront payment as Revenue ratably as it completes each of the Four Milestones, the amount recognized being the total upfront payment times the percentage represented by the proportionate share of fair value of each Milestone relative to the total fair value of all Milestones. Accordingly, the Deferred Revenue account on the Condensed Consolidated Balance Sheet is reduced as Revenue is recognized in the Condensed Consolidated Statement of Operations and Comprehensive Loss. Due to longer enrollment time, the Company expects to begin recognizing Revenue with respect to the Valeant Agreement Progress Payments in the second quarter of 2018.

On February 21, 2017, the Company entered into another exclusive, worldwide licensing agreement with a subsidiary of Valeant (the "New Valeant Agreement"), through which the Company granted Valeant exclusive, worldwide commercial and manufacturing rights to its EGP-437 Product in the field of ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients (the "New Field"). Under the New Valeant Agreement, Valeant paid the Company an initial upfront payment of $4.0 million, and the Company is eligible to receive milestone payments totaling up to approximately $99.0 million, upon and subject to the achievement of certain specified developmental and commercial progress of the EGP-437 Product for the New Field. The Company has received milestone payments totaling $1.428 million through the third quarter of 2017. In accordance with its revenue recognition policy, the initial upfront payment and milestone payments have been recorded as Deferred Revenue. The Company expects to begin recognizing Revenue with respect to the New Valeant Agreement Progress Payments in the first quarter of 2018. In addition, the Company is eligible under the New Valeant Agreement to receive royalties based on a specified percent of net sales of its EGP-437 Product for the New Field throughout the world, subject to adjustment in certain circumstances.

**2. Summary of Significant Accounting Policies - (continued)**

The Company receives government grant funds from two sources: the U.S. Department of Defense ("DoD") and the National Science Foundation ("NSF"). The Company is paid by the DoD after it performs specified, agreed-upon research, and it records these grant funds as Revenue as it performs the research. The Company is generally paid by the NSF before it performs specified, agreed-upon research. The Company records these NSF funds on our Condensed Consolidated Balance Sheet as Deferred Revenue when invoiced, and recognize these amounts as Revenue ratably as the research is performed, typically over a six-month period.

The DoD and NSF have each committed to grant funds to Jade for specified ocular therapeutic research activities (together, the "U.S. Government Grants") to be conducted through 2017, which have been fully funded as of September 30, 2017. The Company recognizes grant funds as Revenue when it performs the activities specified by the terms of the grant and is entitled to the funds.

*Recent Accounting Pronouncements*

In November 2016, FASB issued ASU No. 2016-18,*Restricted Cash*, which clarifies guidance and presentation related to restricted cash in the statement of cash flows, including stating that restricted cash should be included within cash and cash equivalents on the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2017, with early adoption permitted, and is to be applied retrospectively. The Company did not elect to adopt this standard early and is currently evaluating the effect that the new guidance will have on its financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02,*Leases* ("ASU 2016-02"), which is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. Under ASU 2016-02, lessees will be required to recognize for all leases at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease measured on a discounted basis, and the right-to-use assets, which are asset that represents the lessee's right to use or control the use of a specified asset for the lease term. The Company does not expect to early adopt this standard and currently has leases (*see* Note 9) that will be in place at the effective date. The Company is currently evaluating the effect that the new guidance will have on its financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09,*Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"), as subsequently amended, that outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most recent current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also specifies the accounting for certain incremental costs of obtaining a contract, and costs to fulfill a contract with a customer. Entities have the option of applying either a full retrospective approach to all periods presented, or a modified approach that reflects differences prior to the date of adoption as an adjustment to equity. In April 2015, the FASB deferred the effective date of this guidance until January 1, 2018. The Company is not early adopting this standard. The Company's sole revenue activities currently relate to the Valeant Agreements and its U.S. Government Grants. The Company has commenced its implementation analysis, including identification of revenue streams and reviews of customer contracts under ASU 2014-09's framework. The analysis includes reviewing current accounting policies and practices to identify potential differences that would result from applying the requirements under this new standard. The Company has reviewed its contracts with Valeant. ASU 2014-09 requires increased disclosure, which in turn is expected to require certain new processes. The determination of the impact of adoption of ASU 2014-09 on the Company's financial condition, results of operations, cash flows and disclosures, is ongoing, and, as such, the Company is not able to reasonably estimate the effect that the adoption of the new standard will have on its financial statements. Based on a preliminary assessment of this ASU, the Company anticipates that the adoption of the new standard will have a material effect. The Company has determined that it will elect the modified retrospective transition method, meaning the cumulative effect of applying the new guidance is recognized at the date of initial application as an adjustment to the opening accumulated deficit balance. The Company continues to monitor additional changes, modifications, clarifications or interpretations being undertaken by the FASB, which may impact the Company's current conclusions.

**3. Property and Equipment**

Property and equipment at September 30, 2017 (unaudited) and December 31, 2016 consists of the following:

| | Estimated Useful Life (Years) | September 30, 2017 | December 31, 2016 |
|---|---|---|---|
| Laboratory Equipment | 3 | $ 42,576 | $ 42,576 |
| Less: Accumulated Depreciation | | 18,145 | 4,536 |
| | | $ 24,431 | $ 38,040 |

Depreciation expense was $4,536 and $404 for the three-month periods ended September 30, 2017 and 2016, respectively, and $13,608 and $649 for the nine-month periods ended September 30, 2017 and 2016, respectively.

**4. Accrued Expenses**

Accrued expenses consist of the following:

| | September 30, 2017 (unaudited) | December 31, 2016 |
|---|---|---|
| Clinical Trials | $ 977,882 | $ 770,158 |
| Payroll and Benefits | 564,525 | 668,802 |
| Professional Fees | 163,703 | 174,342 |
| Short-Term Portion of Capital Lease Obligation | 12,645 | 12,645 |
| Consulting | 5,517 | 44,983 |
| Total Accrued Expenses | $ 1,724,272 | $ 1,670,930 |

**5. Capital Stock**

On May 24, 2016, the Company entered into an At The Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC (the "Sales Agent"), to create an at the market equity program under which the Company can from time to time offer and sell up to 1,319,289 shares of its Common Stock through the Sales Agent. Effective June 26, 2016, the Company halted indefinitely all future offers and sales of its Common Stock pursuant to the ATM Agreement. On June 30, 2016, the Company closed on the sale of its equity securities in connection with a registered direct offering, described below, and as a result, the Company was restricted from issuing any shares pursuant to the ATM Agreement for a period of 90 days following the close of the ATM Agreement. This restriction lapsed on September 28, 2016. On February 21, 2017, the Company authorized the Sales Agent to restart sales under the ATM Agreement for maximum aggregate gross proceeds of up to $3,285,798. During the first quarter of 2017, the Company sold 642,150 shares of Common Stock under this agreement for total net proceeds to the Company from this offering, after deducting the placement agent fees and offering expenses, of approximately $1.8 million. No shares of Common Stock were sold pursuant to the ATM Agreement during the second or third quarters of 2017. On June 14, 2017, the Company closed on the sale of its equity securities in connection with a public offering, described below, and as a result, the Company is restricted from issuing any shares pursuant to the ATM Agreement for a period of twenty-four months following the closing date of the offering. However, this restriction is suspended for any sale of shares of Common Stock under the ATM Agreement that is above $3.00 per share.

**5. Capital Stock - (continued)**

On June 14, 2017, the Company completed a public offering of 5,336,667 shares of Common Stock and 1,995 shares of Series B Preferred Stock (convertible into 1,330,000 shares of Common Stock), along with warrants to purchase 6,666,667 shares of Common Stock. Concurrently with the closing of the public offering, a holder elected to convert 675 shares of Series B Preferred Stock into 450,000 shares of Common Stock. Subsequently, on June 15, 2017, a holder converted 720 shares of Series B Preferred stock into 480,000 shares of Common Stock. The total net proceeds to the Company from the offering, after deducting the placement agent fees and offering expenses, were approximately $8.8 million. Additionally, the investors received, for each share of Common Stock, or for each share of Common Stock issuable upon conversion of a share of Series B Preferred Stock purchased in the public offering, warrants to purchase one share of Common Stock at an exercise price of $1.50 per share, which totaled warrants to purchase an aggregate of 6,666,667 shares of Common Stock. The warrants issued to investors became initially exercisable immediately upon issuance and terminate on June 14, 2022, five years following the date of issuance.

At each of September 30, 2017 and December 31, 2016, the Company had 100,000,000 authorized shares of Common Stock, $0.01 par value, of which 17,204,778 and 10,130,883 shares, respectively, were outstanding. At each of September 30, 2017 and December 31, 2016, the Company had 9,995,828 and 9,997,223 authorized shares of Preferred Stock, $0.01 par value, respectively, of which 3,750 shares were designated as Series A Preferred Stock and 0 shares are issued and outstanding, and 10,000 shares were designated as Series B Preferred Stock, and 600 and 0 shares, respectively, are issued and outstanding. The reduction in shares of authorized Preferred Stock is a result of 1,395 shares of Series B Preferred Stock, which were converted to Common Stock and retired during the nine months ended September 30, 2017. At each of September 30, 2017 and December 31, 2016, there were 0 shares of Common Stock underlying the outstanding shares of Series A Preferred Stock, and 400,000 and 0 shares of Common Stock underlying the outstanding shares of Series B Preferred Stock, respectively**.**

**6. Warrants**

At September 30, 2017, the following warrants were outstanding:

| | Number of Awards | Weighted Average Exercise Price | Weighted Average Remaining Term in Years |
|---|---|---|---|
| Outstanding at December 31, 2016 | 2,852,736 | $ 7.45 | 4.26 |
| Issued | 6,666,667[1] | 1.50[2] | 4.71 |
| Outstanding at September 30, 2017 | 9,519,403 | $ 3.28 | 4.50 |

1 Consists of 6,666,667 warrants to purchase 6,666,667 shares of Common Stock issued in connection with the Company's public offering on June 14, 2017.

2 Warrant exercise price for a full share of Common Stock.

All of the warrant agreements provide for a cashless exercise in the event a registration statement covering the issuance of the shares of common stock underlying the warrants is not effective, whereby the number of warrants to be issued will be reduced by the number of shares which could be purchased from the proceeds of the exercise of the respective warrant. The outstanding warrants expire from 2020 through 2025.

**7. Stockholder Notes Receivable**

In 2007, a Stockholder of the Company was issued various promissory notes totaling $58,824 for the sale of Common Stock. The notes were full recourse and collateralized by the shares of Common Stock sold. The amended notes bore compound interest at 0.93% effective October 1, 2012, and as of October 1, 2016 these notes had matured.

On September 5, 2017, these notes were forgiven by the Company in the amount of $91,054, which included accrued interest of $32,230. These amounts are recorded in General and Administrative on the Condensed Consolidated Statements of Operations and Comprehensive Loss.

**8. Equity Incentive Plan**

In 2005, the Company approved the 2005 Equity Incentive Plan (the "2005 Plan"). The 2005 Plan provides for the granting of options, restricted stock or other stock-based awards to employees, officers, directors, consultants and advisors. During 2010, the maximum number of shares of Common Stock that may be issued pursuant to the 2005 Plan was increased to 891,222 shares. The Board of Directors (the "Board") is responsible for administration of the 2005 Plan. The Company's Board determines the term of each option, the option exercise price, the number of shares for which each option is granted and the rate at which each option is exercisable. Incentive stock options may be granted to any officer or employee at an exercise price per share of not less than the fair value per common share on the date of the grant (not less than 110% of fair value in the case of holders of more than 10% of the Company's voting stock) and with a term not to exceed ten years from the date of the grant (five years for incentive stock options granted to holders of more than 10% of the Company's voting stock). Nonqualified stock options may be granted to any officer, employee, consultant or director at an exercise price per share of not less than the par value per share. Following adoption of the 2014 Equity Incentive Plan (the "2014 Plan"), no further grants were made under the 2005 Plan.

The Company's Board adopted the 2014 Plan and the Employee Stock Purchase Plan (the "ESPP"), and the Company's Stockholders approved the 2014 Plan and the ESPP Plan in February 2015. As of September 30, 2017, the maximum number of shares of Common Stock that may be issued pursuant to the 2014 Plan and the ESPP is 1,690,123 and 170,567 shares, respectively.

In January 2017, the number of shares of common stock issuable under the 2014 Plan automatically increased by 405,235 shares pursuant to the terms of the 2014 Plan. Additionally, in June 2017, the number of shares of common stock issuable under the 2014 Plan was increased by 250,000 shares and issuable under the ESPP was increased by 100,000 shares, as approved by the Company's Stockholders. These additional shares are included in the total of 1,690,123 shares issuable under the 2014 Plan and 170,567 shares issuable under the ESPP.

The following is a summary of stock option activity for the nine months ended September 30, 2017 and 2016:

| | Number of Options | Weighted- Average Exercise Price | Weighted-Average Contractual Life (In Years) |
|---|---|---|---|
| Outstanding at December 31, 2016 | 1,509,711 | $ 2.85 | 5.04 |
| Granted | 482,950 | 1.44 | 9.60 |
| Exercised | (61,078) | 0.67 | |
| Expired | (73,283) | 2.19 | |
| Outstanding at September 30, 2017 | 1,858,300 | $ 2.62 | 5.61 |
| Exercisable at September 30, 2017 | 1,188,317 | $ 2.68 | 4.56 |
| Vested and Expected to Vest at September 30, 2017 | 1,188,317 | $ 2.68 | 4.56 |
| | | | |
| Outstanding at December 31, 2015 | 1,277,367 | $ 2.75 | 4.94 |
| Granted | 355,071 | 2.81 | 9.50 |
| Exercised | (86,765) | 0.65 | |
| Forfeited | (12,362) | 3.93 | |
| Outstanding at September 30, 2016 | 1,533,311 | $ 2.91 | 6.44 |
| Exercisable at September 30, 2016 | 907,445 | $ 2.84 | 4.09 |
| Vested and Expected to Vest at September 30, 2016 | 907,445 | $ 2.84 | 4.09 |

On January 31, 2017, the Board approved the grant of options to purchase 36,000 shares of its Common Stock to three consultants of the Company. On February 6, 2017, the Board approved the grant of options to purchase 15,450 shares of its Common Stock to three employees. On May 18, 2017, the Board approved the grant of options to purchase 63,000 shares of its Common Stock to two employees and four consultants of the Company. On June 21, 2017, the Board approved the grant of options to purchase 350,000 shares of its Common Stock to six members of the Board, six employees, and one consultant of the Company. On June 30, 2017, the Board approved the grant of options to purchase 1,500 shares of its Common Stock to three employees of the Company. On September 28, 2017, the Board approved the grant of options to purchase 17,000 shares of its Common Stock to two employees of the Company.

**8. Equity Incentive Plan - (continued)**

On February 6, 2017, the Board approved the grant of 104,000 shares of restricted stock to eight employees. These vest 33.33% on the one-year anniversary of the grant date, and the remainder ratably over the 24-month period following the one-year anniversary. As of September 30, 2017, none of these shares were vested.

On January 25, 2016, the Board approved the grant of options to purchase 48,300 shares of its Common Stock to two executives and seven members of the Board. On March 7, 2016, in connection with the Jade Acquisition, the Board approved the grant of options to purchase 47,786 shares of its Common Stock to two executives. On March 29, 2016, the Board approved the grant of options to purchase 114,438 shares of its Common Stock. On April 25, 2016, the Board approved the grant of options to purchase 41,732 shares of its Common Stock. In the third quarter of 2016, the Board approved the grant of options to purchase 102,815 shares of its Common Stock.

All grants were issued pursuant to the 2014 Plan. In general, grants under the 2014 Plan vest 33.33% on the one-year anniversary of the grant date, and the remainder ratably over the 24-month period following the one-year anniversary.

For the nine months ended September 30, 2017 and 2016, the fair value of each option grant has been estimated on the date of grant using the Black-Scholes Option Pricing Model with the following weighted-average assumptions:

| | 2017 | 2016 |
|---|---|---|
| Risk-Free Interest Rate | 1.82% | 1.82% |
| Expected Life | 7.28 years | 7.00 years |
| Expected Volatility | 171% | 65% |
| Expected Dividend Yield | 0% | 0% |

Using the Black-Scholes Option Pricing Model, the estimated weighted average fair value of an option to purchase one share of common stock granted during the nine months ended September 30, 2017 and 2016 was $1.46 and $2.94, respectively.

The total stock-based compensation expense for employees and non-employees is included in the accompanying Condensed Consolidated Statements of Operations and as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Research and Development | $ 57,544 | $ 17,092 | $ 165,538 | $ 35,692 |
| General and Administrative | 131,148 | 135,973 | 535,295 | 354,777 |
| | $ 188,692 | $ 153,065 | $ 700,833 | $ 390,469 |

The fair value of options granted for the nine months ended September 30, 2017 and September 30, 2016 was approximately $550,000 and $720,000, respectively. The fair value of restricted stock granted for the nine months ended September 30, 2017 and September 30, 2016 was approximately $158,000 and $0, respectively. As of September 30, 2017 and September 30, 2016, there is approximately $1,113,000 and $1,209,000 of total unrecognized compensation expense related to unvested stock-based compensation arrangements granted, which cost is expected to be recognized over a weighted-average period of 2.12 and 2.35 years, respectively. The aggregate intrinsic value of stock options outstanding and exercisable at September 30, 2017 and September 30, 2016 is approximately $242,000 and $597,000, respectively. The intrinsic value of stock options exercised during the nine months ended September 30, 2017 and September 30, 2016 was approximately $78,000 and $207,000, respectively.

At September 30, 2017, there were 170,416 options available under the 2014 Plan.

**9. Commitments and Contingencies**

*Leases*

The Company is a party to a real property operating lease for the rental of office space in Waltham, Massachusetts of up to 4,516 square feet, that is used for its corporate headquarters. This lease terminates in December 2017. On October 4, 2017, the Company entered into an amendment to extend the terms of this lease through December 2019. On July 6, 2016, the Company entered into a real property operating lease for office and laboratory space of approximately 2,300 square feet in Salt Lake City, Utah. This lease terminates in June 2019.

The Company is a party to two nominal equipment capital lease agreements, one for a three-year term and one for a two-year term, for the use of scientific instruments in its Salt Lake City laboratory.

*License Agreements*

The Company is a party to six license agreements as described below. Four of the six license agreements require the Company to pay royalties or fees to the licensor based on Revenue related to the licensed technology, and the agreements with Valeant require Valeant to pay royalties to the Company based on revenue related to the licensed technology.

On February 15, 1999, the Company entered in to an exclusive worldwide license agreement with the University of Miami School of Medicine to license technology relating to the Company's EyeGate® II Delivery System. This agreement, which was amended in December 2005, requires the Company to pay to the University of Miami an annual license fee of $12,500. This license also requires payments to the University of Miami upon the Company's achievement of certain milestones. Unless terminated pursuant to the license agreement, this license will expire 12 years after the date of the first commercial sale of a product containing the licensed technology.

On July 23, 1999, the Company entered into a perpetual Transaction Protocol agreement with Francine Behar-Cohen to acknowledge the Company's right to use certain patents that Ms. Behar-Cohen had certain ownership rights with respect to and which are used in the Company's EGP-437 Combination Product. The agreement also provides for the Company to pay Ms. Behar-Cohen a fee based on a percentage of the pre-tax turnover generated from sales of the Company's EGP-437 Combination Product relating to its inclusion of the EyeGate® II Delivery System. The fees due under the agreement are required to be paid until January 2018.

On September 12, 2013, Jade entered into an agreement with BioTime, Inc. granting to it the exclusive worldwide right to commercialize cross-linked thiolated carboxymethyl hyaluronic acid ("CMHA-S") for ophthalmic treatments in humans. The agreement calls for a license issue fee paid to BioTime of $50,000, and requires the Company (through its Jade subsidiary) to pay royalties to BioTime based on revenue relating to any product incorporating the CMHA-S technology. The agreement expires when patent protection for the CMHA-S technology lapses.

On July 9, 2015, the Company entered into an exclusive worldwide licensing agreement with a subsidiary of Valeant through which EyeGate has granted Valeant exclusive, worldwide commercial and manufacturing rights to its EGP-437 Product in the field of anterior uveitis, as well as a right of last negotiation to license the EGP-437 Product for other indications. Under the agreement, Valeant paid the Company an upfront payment of $1.0 million. The Company is eligible to receive milestone payments totaling up to $32.5 million, upon and subject to the achievement of certain specified developmental and commercial milestones. In addition, the Company is eligible to receive royalties based on a specified percent of net sales of the Product throughout the world, subject to adjustment in certain circumstances.

On June 17, 2016, the Company entered into an exclusive worldwide license agreement with the University of Utah Research Foundation to further the commercial development of the NASH technology, together with alkylated HA. The agreement calls for payments due to the University of Utah, consisting of a license grant fee of $15,000 due within 30 days of signing, and an annual licensing fee, initially $5,000, and escalating ratably up to $20,000 in 2021.

**9. Commitments and Contingencies - (continued)**

On February 21, 2017, the Company entered into an exclusive, worldwide licensing agreement with a subsidiary of Valeant (the "New Valeant Agreement"), through which the Company granted Valeant exclusive, worldwide commercial and manufacturing rights to its EGP-437 Product in the field of ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients (the "New Field"). Under the New Valeant Agreement, Valeant paid the Company an initial upfront payment of $4.0 million, and the Company is eligible to receive milestone payments totaling up to approximately $99.0 million, upon and subject to the achievement of certain specified developmental and commercial progress of the EGP-437 Product for the New Field. In addition, the Company is eligible under the New Valeant Agreement to receive royalties based on a specified percent of net sales of its EGP-437 Product for the New Field throughout the world, subject to adjustment in certain circumstances.

**10. Employee Benefit Plans**

The Company has an employee benefit plan for its United States-based employees under Section 401(k) of the Internal Revenue Code. The Plan allows all eligible employees to make contributions up to a specified percentage of their compensation. Under the Plan, the Company may, but is not obligated to, match a portion of the employee contribution up to a defined maximum. The Company made no matching contribution for the nine months ended September 30, 2017 and 2016.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*The following section of this Quarterly Report on Form 10-Q entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains statements that are not statements of historical fact and are forward-looking statements within the meaning of federal securities laws. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Factors that may cause our actual results to differ materially from those in the forward-looking statements include those factors described in "Item 1A. Risk Factors" beginning on page 23 of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission, or the SEC, on February 23, 2017. You should carefully review all of these factors, as well as the comprehensive discussion of forward-looking statements on page 1 of this Quarterly Report on Form 10-Q.*

EyeGate Pharmaceuticals, Inc. is referred to herein as "we," "our," "us," and "the Company". Jade Therapeutics, Inc., a wholly owned subsidiary of the Company, is referred to herein as "Jade".

**Business Overview**

We are a clinical-stage specialty pharmaceutical company focused on developing and commercializing products for treating diseases and disorders of the eye. We accomplish this by leveraging our two proprietary platform technologies, crosslinked thiolated carboxymethyl hyaluronic acid ("CMHA-S") and iontophoresis drug delivery system. Our first platform is based on CMHA-S, a modified form of the natural polymer hyaluronic acid ("HA"), which is a gel that possesses unique physical and chemical properties such as hydrating and promoting wound healing when applied to the ocular surface. We believe that the ability of CMHA-S to adhere longer to the ocular surface, while hydrating and promoting wound healing, makes it well-suited for treating various ocular surface injuries.

Hyaluronic acid is a naturally occurring polymer that is important in many physiological processes, including wound healing, tissue homeostasis, and joint lubrication. To create this hydrogel, the HA is modified to create CMHA that is then crosslinked together through the thiol groups to CMHA-S. Crosslinking slows degradation of the HA backbone and provides a matrix for incorporating therapeutic agents. Variations in the number of thiols per molecule, the molecular weight of the polymer, the concentration of the polymer, the type of crosslinking, and incorporation of active ingredients, provides a highly versatile platform that can be tailored to a specific application and formulated as eye drops, gels, or films.

Our first CMHA-S-based product candidate, the EyeGate OBG, is a topically applied 0.75% CMHA-S eye drop formulation that has completed its first-in-man clinical trial. Preclinical studies suggest that the specific CMHA-S chemical modification comprising the EyeGate OBG creates a favorable set of attributes, including prolonged retention time on the ocular surface, and a smooth continuous clear barrier without blur that can minimize mechanical lid friction, reduce repeat injury, and mechanically protect the ocular surface, allowing accelerated corneal re-epithelization. It is intended for the management of corneal epithelial wounds/defects and epitheliopathies, and to accelerate re-epithelization of the ocular surface following surgery, infections, and other traumatic and non-traumatic conditions.

EyeGate OBG is being developed pursuant to a *de novo* 510(k) regulatory pathway for devices submitted for marketing clearance to the U.S. Food and Drug Administration, or FDA. We believe that EyeGate OBG is the first and only eye drop being developed in the U.S. to target acceleration of corneal re-epithelization. We anticipate initiating a second trial in the fourth quarter of 2017, for which we expect to report top-line data in the first quarter of 2018. Assuming positive results from this trial and a subsequent pivotal trial we expect to initiate in the second quarter of 2018 and to report topline data from in the third quarter of 2018, we plan to file *de novo* 510(k) and CE mark applications in the fourth quarter of 2018 with potential commercial launch in 2019.

The same crosslinked HA in EyeGate OBG is presently available commercially as a veterinary device indicated for use in the management of superficial noninfectious corneal ulcers. Manufactured by SentrX Animal Care and sold in the U.S. by Bayer Animal Health as Remend® Corneal Repair, the product has been used successfully for five years in dogs, cats and horses, without adverse effects. The composition of the veterinary product is identical to that of the EyeGate OBG. We have obtained a license from BioTime, Inc. for the exclusive worldwide right to commercialize CMHA-S for ophthalmic treatments in humans. We paid BioTime $50,000, and are required to pay royalties to BioTime based on revenue relating to any product incorporating the CMHA-S technology. Our license agreement expires when patent protection for the CMHA-S technology lapses, which is expected to occur in the U.S. in 2027. We do not have the rights to the CMHA-S platform for animal health or veterinary medicine.

Our other product candidate from our second platform is EGP-437, a reformulated topically active corticosteroid, dexamethasone phosphate, delivered into the ocular tissues through our proprietary innovative iontophoresis drug delivery system, the EyeGate® II Delivery System. The EyeGate® II Delivery System features a compact and easy-to-use device that we believe has the potential to deliver drugs non-invasively and quickly into the ocular tissues through the use of iontophoresis, which can accelerate the onset of action, dramatically reduce dosing frequency compared to regular eye drops, and sustain the duration of therapeutic effect. Iontophoresis employs the use of a low electrical current that promotes the migration of a charged drug substance across biological membranes. The EyeGate® II Delivery System is easy-to-use, taking only a few minutes to deliver medication. More than 2,400 treatments have been administered to date using our EyeGate® II Delivery System in clinical trials. EGP-437 is currently in clinical development for the treatment of various inflammatory conditions of the eye. Current programs include the treatment of ocular inflammation and pain in post-surgical cataract patients, with a Phase 2b trial commencing in the third quarter of 2017, and the treatment of uveitis, a debilitating form of intraocular inflammation of the anterior portion of the uvea, such as the iris and/or ciliary body, with a Phase 3 trial currently enrolling. We expect to report top-line data from the cataract surgery trial in the first quarter of 2018, and for the uveitis trial in the second quarter of 2018.

EGP-437 is being developed pursuant to a new drug application, or NDA, under the Section 505(b)(2) pathway, which enables an applicant to rely, in part, on the FDA's findings of safety and efficacy for an existing product, or published literature, in support of its NDA. In the case of EGP-437, the existing reference product is dexamethasone eye drops. Based on guidance provided by the FDA, we believe that if the planned confirmatory Phase 3 trial of EGP-437 in anterior uveitis meets non-inferiority criteria, the results of that trial, along with data from our previously completed Phase 3 trial in anterior uveitis, will be sufficient to support a NDA filing in the second half of 2018. We also believe, based on guidance provided by the FDA, that the design of the ongoing confirmatory Phase 3 anterior uveitis trial is acceptable and that the nonclinical work completed to date is sufficient to support a NDA filing.

Medical products containing a combination of new drugs, biological products, or medical devices may be regulated as "combination products" in the U.S. A combination product generally is defined as a product comprised of components from two or more regulatory categories, such as drug/device, device/biologic, or drug/biologic. Each component of a combination product is subject to the requirements established by the FDA for that type of component, whether a new drug, biologic, or device. In order to facilitate premarket review of combination products, the FDA designates one of its centers to have primary jurisdiction for the premarket review and regulation of both components. We expect that the Center for Drug Evaluation and Research will have primary jurisdiction over our EGP-437 combination product. The determination whether a product is a combination product or two separate products is made by the FDA on a case-by-case basis. We have had discussions with the FDA about the status of our EGP-437 combination product as a combination product and we have been advised that the FDA considers our product a combination drug/device.

We have entered into two exclusive global license agreements with subsidiaries of Valeant Pharmaceuticals International, Inc. ("Valeant"), through which we have granted Valeant exclusive, worldwide commercial and manufacturing rights to the combination of our EyeGate® II Delivery System and our EGP-437 product in the fields of uveitis and ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients, as well as a right of last negotiation to license the combination product for other indications. We are responsible for the clinical development of the product in the U.S. for the indications licensed, together with the costs associated therewith. Valeant has the right to develop the product in the fields outside of the U.S. and has agreed to fund 100% of any costs associated therewith.

Throughout our history, we have not generated significant revenue. We have never been profitable, and from inception through September 30, 2017, our losses from operations have aggregated $89.0 million. Our Net Loss was approximately $10.4 million and $9.6 million for the nine months ended September 30, 2017 and 2016, respectively. We expect to incur significant expenses and increasing operating losses for the foreseeable future as we continue the development and clinical trials of and seek regulatory approval for our EGP-437 Product for the treatment of uveitis as well as other indications, and the EyeGate OBG, our lead product candidate for corneal epithelial defects, and any other product candidates we advance to clinical development. If we obtain regulatory approval for EyeGate OBG, we expect to incur significant expenses in order to create an infrastructure to support the commercialization of EyeGate OBG including sales, marketing and distribution functions.

We will need additional financing to support our continuing operations. We will seek to fund our operations through public or private equity, debt financings, license and development agreements, or other sources, which may include collaborations with third parties. Adequate additional financing may not be available to us on acceptable terms, or at all. Our failure to raise capital as and when needed would have a negative impact on our financial condition and our ability to pursue our business strategy. These conditions raise substantial doubt about our ability to continue as a going concern. We will need to generate significant revenue to achieve profitability, and we may never do so.

We were formed in Delaware on December 26, 2004. We were originally incorporated in 1998 under the name of Optis France S.A. in Paris, France. At that time, the name of the French corporation was changed to EyeGate Pharma S.A.S. and became a subsidiary of EyeGate Pharmaceuticals, Inc. Jade was formed in Delaware on December 31, 2012. EyeGate Pharma S.A.S. and Jade are wholly-owned subsidiaries of EyeGate Pharmaceuticals, Inc.

**Financial Overview**

***Revenues***

To date, we have recognized Collaboration Revenue from several U.S. government grants made to Jade for ocular therapeutic research (collectively, the "U.S. Government Grants"). While we receive cash amounts from Valeant as progress payments toward milestones, these are not yet recorded as Revenue. *See* Note 2, "Significant Accounting Policies". We expect to continue to incur significant operating losses as we fund research and clinical trial activities relating to our ocular therapeutic assets, consisting of EGP-437, our iontophoretic delivery technology, and our CMHA-S-based products. There can be no guarantee that the losses incurred to fund these activities will succeed in generating revenue.

***Research and Development Expenses***

We expense all research and development expenses as they are incurred. Research and development expenses primarily include:

- non-clinical development, preclinical research, and clinical trial and regulatory-related costs;
- expenses incurred under agreements with sites and consultants that conduct our clinical trials;
- expenses related to generating, filing, and maintaining intellectual property; and
- employee-related expenses, including salaries, bonuses, benefits, travel and stock-based compensation expense.

Substantially all of our research and development expenses to date have been incurred in connection with our EGP-437 Combination Product and the EyeGate OBG. We expect our research and development expenses to increase for the near future as we advance EGP-437 and EyeGate OBG through clinical development, including the conduct of our planned clinical trials. The process of conducting clinical trials necessary to obtain regulatory approval is costly and time consuming. We are unable to estimate with any certainty the costs we will incur in the continued development of our EGP-437 Combination Product and EyeGate OBG. Clinical development timelines, the probability of success and development costs can differ materially from expectations.

We may never succeed in achieving marketing approval for our product candidates.

The costs of clinical trials may vary significantly over the life of a project including, but not limited to, the following:

- per patient trial costs;
- the number of sites included in the trials;
- the countries in which the trials are conducted;
- the length of time required to enroll eligible patients;
- the number of patients that participate in the trials;
- the number of doses that patients receive;
- the cost of comparative agents used in trials;
- the drop-out or discontinuation rates of patients;
- potential additional safety monitoring or other studies requested by regulatory agencies;
- the duration of patient follow-up; and
- the efficacy and safety profile of the product candidate.

We do not expect our product candidates to be commercially available, if at all, for the next several years.

***General and Administrative Expenses***

General and administrative expenses consist primarily of salaries and related benefits, including stock-based compensation. Our general and administrative expenses consisted primarily of payroll expenses for our full-time employees. Other general and administrative expenses include professional fees for auditing, tax, patent costs and legal services.

We expect that general and administrative expenses will remain consistent for the near future until commercialization of our CMHA-S based products, which could lead to an increase in these expenses.

***Total Other Income (Expense)***

Total other income (expense) consists primarily of interest income we earn on interest-bearing accounts, and interest expense incurred on our outstanding financing arrangements.

**Critical Accounting Policies and Significant Judgments and Estimates**

Our management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the expenses during the reporting periods. We evaluate these estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates under different assumptions or conditions.

While our critical accounting policies are discussed in more detail in Note 2 to our financial statements appearing elsewhere in this Quarterly Report on Form 10-Q, we believe that the policies below are particularly important in evaluating our financial condition and results of operations.

***Accrued Research and Development Expenses***

As part of the process of preparing financial statements, we are required to estimate and accrue research and development expenses. This process involves the following:

- communicating with our applicable personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual cost;
- estimating and accruing expenses in our financial statements as of each balance sheet date based on facts and circumstances known to us at the time; and
- periodically confirming the accuracy of our estimates with selected service providers and making adjustments, if necessary.

Examples of estimated research and development expenses that we accrue include:

- fees paid to contract research organizations and investigative sites in connection with clinical studies;
- fees paid to contract manufacturing organizations in connection with non-clinical development, preclinical research, and the production of clinical study materials; and
- professional service fees for consulting and related services.

We base our expense accruals related to non-clinical development, preclinical studies, and clinical trials on our estimates of the services received and efforts expended pursuant to contracts with organizations/consultants that conduct and manage clinical studies on our behalf. The financial terms of these agreements vary from contract to contract and may result in uneven payment flows. Payments under some of these contracts may depend on many factors, such as the successful enrollment of patients, site initiation and the completion of clinical study milestones. Our service providers invoice us as milestones are achieved and monthly in arrears for services performed. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates. To date, we have not experienced significant changes in our estimates of accrued research and development expenses after a reporting period.

However, due to the nature of estimates, we cannot assure you that we will not make changes to our estimates in the future as we become aware of additional information about the status or conduct of our clinical studies and other research activities.

***Stock-Based Compensation***

We have issued options to purchase our common stock and restricted stock. Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service/vesting period. Determining the appropriate fair value model and calculating the fair value of stock-based payment awards require the use of highly subjective assumptions, including the expected life of the stock-based payment awards and stock price volatility.

We estimate the grant date fair value of stock options and the related compensation expense, using the Black-Scholes option valuation model. This option valuation model requires the input of subjective assumptions including: (1) expected life (estimated period of time outstanding) of the options granted, (2) volatility, (3) risk-free rate and (4) dividends. In general, the assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future.

***Revenue Recognition***

The Valeant Agreements entitle us to initial up-front payments, which we received in 2015 and 2017, and recorded as Deferred Revenue on our Condensed Consolidated Balance Sheet, as well as certain additional payments, based on R&D progress and paid over several years. Under the Valeant Agreements, there are R&D Milestones, or deliverables, for which we receive additional payments. We receive payments both when we cross certain thresholds on the path to each Milestone (each, a "Progress Payment"), as well as once we finally achieve each Milestone. We are entitled to retain all of these payments once received. We defer all Progress Payments and capitalize these payments on our Condensed Consolidated Balance Sheet as Deferred Revenue, and we recognize these payments as Revenue once we achieve the Milestone to which the Progress Payment relates. The upfront payments are recognized as Revenue ratably as we complete each of the R&D Milestones, the amount recognized being the amount of the upfront payment times the percentage represented by the proportionate share of fair value of each Milestone relative to the total fair value of the all the R&D Milestones. Accordingly, the Deferred Revenue account on our Condensed Consolidated Balance Sheet is reduced as Revenue is recognized in our Condensed Consolidated Statement of Operations and Comprehensive Loss.

We receive U.S. Government Grant funds from two sources: the U.S. Department of Defense ("DoD") and the National Science Foundation ("NSF"). We are paid by the DoD after we perform specified, agreed-upon research, and we record these grant funds as Revenue as we perform the research. We are generally paid by the NSF every six months, before we perform specified, agreed-upon research. The NSF funds are recorded on the Condensed Consolidated Balance Sheet as Deferred Revenue when invoiced, and recognized as Revenue ratably as the research is performed, typically over a six-month period. The U.S. Government Grants from the DOD and NSF have been fully funded as of September 30, 2017.

***Recent Accounting Pronouncements***

In May 2014, the FASB issued ASU No. 2014-09,*Revenue from Contracts with Customers (Topic 606)*, as subsequently amended, that outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most recent current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also specifies the accounting for certain incremental costs of obtaining a contract, and costs to fulfill a contract with a customer. Entities have the option of applying either a full retrospective approach to all periods presented, or a modified approach that reflects differences prior to the date of adoption as an adjustment to equity. In April 2015, the FASB deferred the effective date of this guidance until January 1, 2018. We are not early adopting this standard. Our sole revenue is from our Valeant Agreements and U.S. Government Grants.

We have commenced our implementation analysis, including identification of revenue streams and reviews of customer contracts under ASU 2014-09's framework. Our analysis includes reviewing current accounting policies and practices to identify potential differences that would result from applying the requirements under this new standard. We have reviewed our contracts with Valeant. ASU 2014-09 requires increased disclosure, which in turn is expected to require certain new processes. The determination of the impact of adoption of ASU 2014-09 on our financial condition, results of operations, cash flows and disclosures, is ongoing, and, as such, we are not able to reasonably estimate the effect that the adoption of the new standard will have on our financial statements. Based on our preliminary assessment of this ASU, we anticipate that the adoption of the new standard will have a material effect. We expect to use the modified retrospective transition method, meaning the cumulative effect of applying the new guidance is recognized at the date of initial application as an adjustment to the opening accumulated deficit balance. We continue to monitor additional changes, modifications, clarifications or interpretations being undertaken by the FASB, which may impact our current conclusions.

**Other Information**

***JOBS Act***

On April 5, 2012, the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, was enacted. Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act, for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected not to avail ourselves of this extended transition period and, as a result, we will adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies.

We are in the process of evaluating the benefits of relying on other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, as an "emerging growth company," we intend to rely on certain of these exemptions, including without limitation, (i) providing an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board ("PCAOB") regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an "emerging growth company" until the earliest of (a) the last day of the fiscal year in which we have total annual gross revenues of $1 billion or more, (b) the last day of our fiscal year following the fifth anniversary of the date of the completion of our initial public offering, or December 31, 2020, (c) the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years or (d) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

**Results of Operations**

***Comparison of Three Months ended September 30, 2017 and 2016***

The following table summarizes the results of our operations for the three months ended September 30, 2017 and 2016:

| | Three Months Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | Change |
| Collaboration Revenue | $ 74,696 | $ 274,289 | $ (199,593) |
| Operating Expenses: | | | |
| Research and Development | (3,175,978) | (2,449,445) | (726,533) |
| General and Administrative | (1,038,822) | (1,201,804) | 162,982 |
| Total Operating Expenses | (4,214,800) | (3,651,249) | (563,551) |
| Other (Expense) Income, Net: | (264) | 298 | (562) |
| Net Loss | $ (4,140,368) | $ (3,376,662) | $ (763,706) |

*Collaboration Revenue.* Collaboration Revenue was $0.075 million for the three months ended September 30, 2017, compared to $0.274 million for the three months ended September 30, 2016, reflecting the Collaboration Revenue we generate from the U.S. Government Grants in accordance with our contracted agreements. These grants were fully funded as of September 30, 2017.

*Research and Development Expenses.* Research and Development Expenses were $3.176 million for the three months ended September 30, 2017, compared to $2.449 million for the three months ended September 30, 2016. The increase of $0.727 million was primarily due to increases in clinical and other activity related to the Phase 2b trial for post-cataract surgery inflammation and pain and the EyeGate OBG, partially offset by a decrease in costs related to the EGP-437 Phase 3 trial for the treatment of anterior uveitis.

*General and Administrative Expenses.* General and Administrative Expenses were $1.039 million for the three months ended September 30, 2017, compared to $1.202 million for the three months ended September 30, 2016. The decrease of $0.163 million was mainly due to lower professional fees incurred during the third quarter of 2017 as compared to the third quarter of 2016.

***Comparison of Nine Months ended September 30, 2017 and 2016***

The following table summarizes the results of our operations for the nine months ended September 30, 2017 and 2016:

| | Nine Months Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | Change |
| Collaboration Revenue | $ 407,518 | $ 508,889 | $ (101,371) |
| Operating Expenses: | | | |
| Research and Development | (7,253,171) | (5,844,951) | (1,408,220) |
| General and Administrative | (3,540,857) | (4,309,737) | 768,880 |
| Total Operating Expenses | (10,794,028) | (10,154,688) | (639,340) |
| Other (Expense) Income, Net: | (375) | 3,423 | (3,798) |
| Net Loss | $ (10,386,885) | $ (9,642,376) | $ (744,509) |

*Collaboration Revenue.* Collaboration Revenue was $0.408 million for the nine months ended September 30, 2017, compared to $0.509 million for the nine months ended September 30, 2016, reflecting the Jade Acquisition in the first quarter of 2016 and the accompanying Collaboration Revenue we generate from the U.S. Government Grants in accordance with our contracted agreements. These grants were fully funded as of September 30, 2017.

*Research and Development Expenses.* Research and Development Expenses were $7.253 million for the nine months ended September 30, 2017, compared to $5.845 million for the nine months ended September 30, 2016. The increase of $1.408 million was primarily due to increases in clinical and other activity related to the Phase 2b trial for post-cataract surgery inflammation and pain, the EyeGate OBG, as well as personnel related costs from the expansion of operations following the Jade Acquisition in the first quarter of 2016. These increases were partially offset by a decrease in clinical activity related to the EGP-437 Phase 3 trial for the treatment of anterior uveitis.

*General and Administrative Expenses.* General and Administrative Expenses were $3.541 million for the nine months ended September 30, 2017, compared to $4.310 million for the nine months ended September 30, 2016. The decrease of $0.769 million was mainly due to decreases in professional fees, including costs incurred during the first quarter of 2016 related to the Jade Acquisition.

**Liquidity and Capital Resources**

Since becoming a public company in 2015, we have financed our operations from four registered offerings of our Common Stock and Convertible Preferred Stock, payments from our Valeant License Agreements and the U.S. Government Grants, and sales through our At The Market Offering Agreement. From inception through September 30, 2017, we have raised a total of approximately $84.5 million from such sales of our equity and debt securities, both as a public company and prior to our IPO, as well as approximately $10.8 million in payments received under our license agreements and U.S. Government Grants.

On February 21, 2017, we received the initial $4.0 million upfront payment from Valeant as provided under the New Valeant Agreement related to our EGP-437 Product in the field of ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients. Through September 30, 2017, we have received cash payments of $9.653 million under the Valeant Agreements, which are presented as Deferred Revenue on our Condensed Consolidated Balance Sheet.

On May 24, 2016, we entered into an At The Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC (the "Sales Agent"), to create an at the market equity program under which we can from time to time offer and sell up to 1,319,289 shares of its Common Stock through the Sales Agent. Effective as of June 26, 2016, we halted indefinitely all future offers and sales of our Common Stock pursuant to the ATM Agreement. On June 30, 2016, we closed on the sale of our equity securities in connection with a registered direct offering, described below, and as a result, we were restricted from issuing any shares pursuant to the ATM Agreement for a period of 90 days following June 30, 2016. This restriction lapsed on September 28, 2016. On February 21, 2017, we authorized the Sales Agent to restart sales under the ATM Agreement for maximum aggregate proceeds of up to $3,285,798. During the first quarter of 2017, we sold 642,150 shares of Common Stock under this agreement for total net proceeds to us from this offering, after deducting the placement agent fees and offering expenses, of approximately $1.8 million. We did not sell any shares of Common Stock pursuant to the ATM Agreement during the second or third quarters of 2017. On June 14, 2017, we closed on the sale of our equity securities in connection with a public offering, described below, and as a result, we are restricted from issuing any shares pursuant to the ATM Agreement for a period of twenty-four months following the closing date of the offering. However, this restriction is suspended for any sale of shares of Common Stock under the ATM Agreement that is above $3.00 per share.

On June 14, 2017, we completed a public offering of 5,336,667 shares of Common Stock and 1,995 shares of Series B Preferred Stock (convertible into 1,330,000 shares of Common Stock), along with warrants to purchase 6,666,667 shares of Common Stock. The total net proceeds to us from this offering, after deducting the placement agent fees and offering expenses, were approximately $8.8 million. As of September 30, 2017, a holder of the Series B Preferred Stock had converted 1,395 shares of Series B Preferred Stock into an aggregate of 930,000 shares of Common Stock.

At September 30, 2017, we had cash and cash equivalents totaling $9,244,570.

The following table sets forth the primary sources and uses of cash for the nine months ended September 30, 2017 and 2016:

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2017** | **2016** |
| Net Cash Used in Operating Activities | $ (5,015,231) | $ (6,361,542) |
| Net Cash Provided by Investing Activities | - | 149,746 |
| Net Cash Provided by Financing Activities | 10,620,417 | 3,501,090 |

***Comparison of Nine Months Ended September 30, 2017 and 2016***

*Operating Activities.* Net cash used in operating activities was $5.015 million for the nine months ended September 30, 2017, compared to $6.362 million for the nine months ended September 30, 2016. The primary use of Cash was to fund operating losses of $10.387 million in 2017, offset by the positive impact of receiving cash payments from Valeant of $5.428 million and the U.S. Government, some of which is classified as Deferred Revenue on the Condensed Consolidated Balance Sheet, and some of which is included in Collaboration Revenue in the Condensed Consolidated Statement of Operations and Comprehensive Loss.

*Investing Activities.* There was no net cash provided by investing activities for the nine months ended September 30, 2017, compared to $0.150 million for the nine months ended September 30, 2016. On March 7, 2016, we acquired Jade Therapeutics, Inc., a Common Stock and Cash transaction that required the use of $0.186 million in cash (net of cash acquired).

*Financing Activities.* We received $10.620 million in cash from financing activities for the nine months ended September 30, 2017, compared to $3.501 million for the nine months ended September 30, 2016. This increase of $7.119 million was mainly due to net proceeds received from sales under our ATM Agreement of $1.824 million, as well as net proceeds received from our public offering of $8.765 million.

***Funding Requirements and Other Liquidity Matters***

Our EGP-437 Combination Product and our CMHA-S-based product pipeline are still in various stages of clinical development. We expect to continue to incur significant expenses and increasing operating losses for the near future. We anticipate that our expenses will increase substantially if and as we:

- seek marketing approval for our EGP-437 Combination Product and our CMHA-S-based products;
- establish a sales and marketing infrastructure to commercialize our CMHA-S-based products in the United States, if approved;
- add operational, financial and management information systems and personnel, including personnel to support our product development and future commercialization efforts.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. We do not have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our Stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of a Common Stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or licensing arrangements with pharmaceutical partners, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, including our EGP-437 Product and our CMHA-S-based products, or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market the EGP-437 Product and CMHA-S-based products that we would otherwise prefer to develop and market ourselves.

Based on our cash on hand at September 30, 2017 and cash we expect to receive over the remainder of 2017, we believe we will have sufficient cash to fund planned operations for approximately eight months. However, the acceleration or reduction of cash outflows by management can significantly impact the timing for raising additional capital to complete development of our products. To continue development, we will need to raise additional capital through debt and/or equity financing, or access additional funding through grants. Although we completed the IPO, follow-on, registered direct offering, public offering, and sales under the ATM Agreement, additional capital may not be available on terms favorable to us, if at all. On May 6, 2016, the SEC declared effective our registration statement on Form S-3, registering a total of $100,000,000 of our securities for sale to the public in what is known as a “shelf offering”. We do not know if our future offerings pursuant to our shelf registration statement will succeed. Accordingly, no assurances can be given that management will be successful in these endeavors. Our recurring losses from operations have caused management to determine there is substantial doubt about our ability to continue as a going concern. Our Condensed Consolidated Financial Statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should we be unable to continue as a going concern.

**Off-Balance Sheet Arrangements**

We had no off-balance sheet arrangements as of September 30, 2017.

**Contractual Obligations**

The following table summarizes our contractual obligations as of September 30, 2017:

| | Total | Less than 1 year | 1-3 years | More than 3 years |
|---|---|---|---|---|
| Leases (1) | $ 374,496 | $ 180,751 | $ 193,745 | $ - |
| Licensing Agreement (2) | 257,500 | 52,500 | 105,000 | 100,000 |
| Purchase Obligations (3) | 1,223,772 | 1,223,772 | - | - |
| Total (4) | $ 1,855,768 | $ 1,457,023 | $ 298,745 | $ 100,000 |

(1) Lease obligations reflect our obligation to make payments in connection with operating leases for our office space and capital leases with respect to laboratory equipment.
(2) Licensing Agreement obligations represent our commitments under license agreements, including those made by us under our license agreements with the University of Miami School of Medicine, the University of Utah Research Foundation, and BioTime.
(3) Purchase Obligations relate to a Master Service Agreement with a contract research organization ("CRO"). The CRO will provide clinical research services for Phase 3 trials in patients with non-infectious anterior segment uveitis.
(4) This table does not include (a) anticipated expenditures under supply agreements for periods for which we are not yet bound under binding purchase orders, and (b) contracts that are entered into in the ordinary course of business that are not material in the aggregate in any period presented above.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

**Item 4. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the President and Chief Executive Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of this Quarterly Report on the Form 10-Q, the Company's Management, under the supervision of, and with the participation of, our President and Chief Executive Officer and our Interim Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2017. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and our management necessarily was required to apply its judgment in evaluating and implementing our disclosure controls and procedures. Based upon the evaluation described above, our President and Chief Executive Officer and our Interim Chief Financial Officer have concluded that they believe that our disclosure controls and procedures were effective as of the end of the period covered by this report.

**Changes in Internal Control over Financial Accounting and Reporting**

Our management, with the participation of the Chief Executive Officer and the Interim Chief Financial Officer, has evaluated whether any change in our internal control over financial accounting and reporting occurred during the third quarter ended September 30, 2017. Management concluded that no changes to our internal control over financial accounting and reporting occurred during the three months ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial accounting and reporting. Additionally, our management does not anticipate the adoption of ASU 2014-09 to have a material impact on our internal control over financial accounting and reporting as a result of (i) the adoption, (ii) the implementation on a going forward basis, and (iii) developing information for disclosure.

## PART II - OTHER INFORMATION

**Item 1. Legal Proceedings.**

While we are not currently a party to any legal proceedings, from time to time we may be a party to a variety of legal proceedings that arise in the normal course of our business.

**Item 1A. Risk Factors.**

Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 23, 2017, contains risk factors identified by the Company. There have been no material changes to the risk factors we previously disclosed. Our operations could also be affected by additional factors that are not presently known to us or by factors that we currently consider immaterial to our business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Unregistered Sales of Equity Securities**

None.

**Purchase of Equity Securities**

We did not purchase any of our registered equity securities during the period covered by this Quarterly Report on Form 10-Q.

**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The exhibits filed as part of this Quarterly Report on Form 10-Q are set forth on the Exhibit Index immediately preceding such exhibits, and are incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

| | | |
|---|---|---|
| Date: November 14, 2017 | By: | /s/ Stephen From<br>President and Chief Executive Officer<br>(Principal executive officer) |
| Date: November 14, 2017 | By: | /s/ Sarah Romano<br>Interim Chief Financial Officer<br>(Principal financial and accounting officer) |

## EXHIBIT INDEX

The following exhibits are filed as part of this Quarterly Report on Form 10-Q. Where such filing is made by incorporation by reference to a previously filed document, such document is identified.

| Exhibit Number | Description of Exhibit |
|---|---|
| 31.1** | Certification of principal executive officer pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2** | Certification of principal financial and accounting officer pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of principal financial and accounting officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

** This certification shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act.

**EXHIBIT 31.1**

**Certification**

I, Stephen From, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EyeGate Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2017

/s/ Stephen From
Stephen From
President and Chief Executive Officer
(Principal executive officer)

**EXHIBIT 31.2**

**Certification**

I, Sarah Romano, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EyeGate Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2017

/s/ Sarah Romano
Sarah Romano
Interim Chief Financial Officer
(Principal financial and accounting officer)

**EXHIBIT 32.1**

**CERTIFICATION OF PERIODIC FINANCIAL REPORT**
**PURSUANT TO 18 U.S.C. SECTION 1350**

The undersigned officer of EyeGate Pharmaceuticals, Inc. (the "Company") hereby certifies to his knowledge that the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 (the "Report") to which this certification is being furnished as an exhibit, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: November 14, 2017

/s/ Stephen From
Stephen From
President and Chief Executive Officer
(Principal executive officer)

**EXHIBIT 32.2**

**CERTIFICATION OF PERIODIC FINANCIAL REPORT**
**PURSUANT TO 18 U.S.C. SECTION 1350**

The undersigned officer of EyeGate Pharmaceuticals, Inc. (the "Company") hereby certifies to her knowledge that the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 (the "Report") to which this certification is being furnished as an exhibit, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: November 14, 2017

/s/ Sarah Romano
Sarah Romano
Interim Chief Financial Officer
(Principal financial and accounting officer)